



WILLIAMSTOWN  
SAILING CLUB

## **Rules of Williamstown Sailing Club Inc**

Incorporated association number A0000803A

July 2015

## Table of contents

<b>Rule</b>	<b>Page no.</b>
1 Name	3
2 Definitions and interpretations	3
3 Purposes	4
4 Alteration of the rules	4
5 Membership	4
6 Application for membership	7
7 Register of members	7
8 Ceasing membership	8
9 Discipline, suspensions and expulsion of members	9
10 Disputes and mediation	10
11 General meetings of members	11
12 Proceedings at general meetings	13
13 Votes of members	14
14 Committee	15
15 Duties of the Committee and the officers	17
16 Election of Committee members	19
17 Proceedings of the Committee	20
18 Removal of Committee member	21
19 Funds	22
20 Non profit	22
21 Winding up	23
22 Books, records and minutes	23
23 By-laws	23
24 Miscellaneous	24
Appendix 1: Form of postal ballot	25
Appendix 2: Form of appointment of proxy	26
Appendix 3: Form of appointment of proxy	27

# Rules of Williamstown Sailing Club Inc.

## 1 Name

The name of the incorporated association is the Williamstown Sailing Club Inc (**"Club"**).

## 2 Definitions and interpretations

### 2.1 Definitions

In these Rules, unless the contrary intention appears:

**"Act"** means the Associations Incorporation Act 1981 (Vic);

**"By-law"** means a by-law made in accordance with rule 23;

**"Captain"** means the person holding office as the Captain of the Club;

**"Club"** means the incorporated association referred to in rule 1;

**"Club Premises"** means the club house, slipway and jetties of the Club situated near The Strand, Williamstown;

**"Committee"** means the Committee of Management of the Club;

**"Committee Member"** means a person holding office as a member of the Committee, as referred to in rule 14.2;

**"Commodore"** means the person holding office as the Commodore of the Club;

**"Financial Year"** means the year ending on 30 June;

**"Flag Officer"** means an Officer with a club flag, and the flag officers of the Club will be the Commodore, Vice-Commodore and Rear-Commodore;

**"General Meeting"** means a general meeting of Members convened in accordance with rule 11.5;

**"Member"** means a member of the Club, and **"Membership"** has a corresponding meaning;

**"Officer"** means an officer of the Club, who will be a Commodore, a Vice-Commodore, a Rear-Commodore, a Treasurer, a Secretary and a Captain;

**"Ordinary Committee Member"** means a Committee Member who is not an Officer;

**"Rear-Commodore"** means the person holding office as the Rear-Commodore of the Club;

**"Regulations"** means regulations under the Act;

**"Relevant Documents"** has the same meaning as in the Act;

**"Secretary"** means the person holding office as the Secretary of the Club, or in any other case, to the public officer of the Club;

**"Treasurer"** means the person holding office as the Treasurer of the Club; and

**"Vice-Commodore"** means the person holding office as the Vice-Commodore of the Club.

## **2.2 Interpretation**

- (a) Words or expressions contained in these Rules will be interpreted in accordance with the provisions of the Act and the Regulations as in force from time to time.
- (b) In these Rules, a reference to one gender will be deemed to include all genders.
- (c) These Rules replace the current rules of the Club with effect on and from the date of the adoption of these Rules by the Club in accordance with the Act, except rule 16.1(b), which will have no force or effect until 1 July 2012.

## **3 Purposes**

The purposes of the Club will be:

- (a) to promote, organise, facilitate and encourage participation in recreational sailing, yacht racing and other boating activities;
- (b) to preserve the traditions and develop the skills, knowledge and practices of boating, sailing and fishing activities;
- (c) to secure, maintain and develop Club resources and facilities for boating, fishing, sailing and related activities for the benefit of the Members; and
- (d) to encourage and facilitate participation by Members in boating, fishing and sailing activities through interaction with other yacht and boating organisations and community groups.

## **4 Alteration of the rules**

- (a) These Rules and the statement of purposes (as set out in rule 3) of the Club must not be altered except in accordance with the Act.
- (b) As soon as possible after an amendment to a Rule, By-law or other instruction by the Committee has been passed, the Secretary must place a copy of the amendment on the notice board at the Club Premises.

## **5 Membership**

### **5.1 Members**

A person who:

- (a) was a Member of the Club immediately prior to the time on which these Rules come into operation; or
- (b) applies and is approved for Membership as provided in these Rules,

is eligible to be a Member on payment of the nomination fee and annual subscription payable under these Rules.

### **5.2 Classes of Members**

The Membership of the Club consists of the following classes of Members:

- (a) senior Members, as described in rule 5.3;
- (b) student Members, as described in rule 5.4;

- (c) junior Members, as described in rule 5.5;
- (d) family Members, as described in rule 5.6;
- (e) associate Members, as described in rule 5.7;
- (f) social Members, as described in rule 5.8;
- (g) life Members, as described in rule 5.7;
- (h) honorary Members, as described in rule 5.10; and
- (i) temporary Members, as described in rule 5.11.

### **5.3 Senior Members**

A person is eligible for Membership of the Club as a senior Member if the person is 18 years of age or over. Each senior Member is bound by these Rules and, subject to rule 8, is entitled to all rights of Membership including being entitled to vote at meetings of Members and being eligible for election as a Committee Member.

### **5.4 Student members**

A person is eligible for Membership of the Club as a student Member if the person is between 18 and 25 years of age and is currently enrolled full time in a recognised tertiary level course of education or training. Each student Member is bound by these Rules and, subject to rule 8, is entitled to all rights of Membership including being entitled to vote at meetings of Members and being eligible for election as a Committee Member.

### **5.5 Junior Members**

A person is eligible for Membership of the Club as a junior Member if the person is under 18 years of age. Each junior Member is bound by these Rules and is entitled to all rights of Membership except that a junior Member is not entitled to vote at meetings of Members and is not eligible for election as a Committee Member. A junior Member is not permitted on the Club Premises between the hours of 10pm and 6am unless accompanied by a senior Member taking responsibility for the junior Member.

### **5.6 Family Members**

Family Membership is available to a family unit that includes at least one adult person and at least one person under the age of 18, or a person between 18 and 25 who is a full time student who is a dependent on the adult family Member or Members. Any adult family Members have the same rights and obligations as senior Members or, if applicable, as student Members, and family Members aged under 18 have the same rights and obligations as junior Members.

## **5.7 Associate members**

A person is eligible for Membership of the Club as an Associate Member if they are a long-standing partner of a senior Member and provided that they do not actively engage in the boating activities of the club. An Associate Member is bound by these Rules and is entitled to all rights of Membership except that associate Members do not pay a Membership fee, have no voting rights, are not eligible for election as a Committee Member, and have no right to be issued with keys or electronic access.

## **5.8 Social members**

A person is eligible for Membership of the Club as a Social Member if they are over the age of 18 and do not participate in the boating activities of the club. A social Member is bound by these Rules and is entitled to all rights of Membership except that a social Member is not entitled to vote at meetings of Members and is not eligible for election as a Committee Member.

## **5.9 Life Members**

Life Membership of the Club may be conferred by the Committee on any person who has been a Member of the Club for at least 15 years in recognition of the valuable services rendered by that person to the Club. Any Member may nominate a Member for life Membership at any time by notice in writing to the Committee, and the Committee must consider all nominations for life Membership. The Committee must not confer life Membership on more than one (1) Member in each Financial Year. Every life Member will be entitled to all the rights of senior Membership and will be bound by these Rules, subject to any conditions as may be set by the Committee.

## **5.10 Honorary Members**

The Committee may offer estimable persons honorary Membership for any period of time and on such terms as the Committee determines. Honorary Membership may be extended or terminated by the Committee at any time. An Honorary Member is bound by these Rules, and is entitled to all rights of membership except that an honorary member is not entitled to vote at meetings of Members and is not eligible for election as a Committee Member.

## **5.11 Temporary Members**

The Committee may extend temporary Membership for a period not exceeding two (2) calendar months in any one (1) year to:

- (a) a Member of another recognised yacht or sailing club; or
- (b) a group wishing to use the facilities of the Club for training, racing or such other purposes approved by the Committee,

on payment of such fees (if any) determined by the Committee. Temporary Members are bound by these Rules and are not entitled to vote at meetings of Members and are not eligible for election as a Committee Member and such Membership is subject to any conditions or restrictions determined by the Committee.

## **5.12 Personal rights and obligations**

A right, privilege or obligation of a person by reason of Membership of the Club:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of Membership whether by death or resignation or otherwise.

## **6 Application for membership**

### **6.1 Application for Membership**

- (a) A person may apply to be a senior, junior, student, social or family Member (as referred to in rule 5.2) in writing and in the form approved by the Committee from time to time, and that application must be nominated and seconded by senior Member who has been a member for twelve months or more and is known to the applicant.
- (b) An applicant may provide a written character reference instead of:
  - (i) the candidate's application being nominated, and/ or
  - (ii) the candidate's application being seconded,as otherwise required by paragraph (a) of this sub-rule.
- (c) Application forms for all new memberships, except junior and student memberships, must be accompanied by a nomination fee, as determined by the Committee from time to time.
- (d) Applications for membership from participants who have completed in the clubs Learn to Sail programs may not be required to provide references or nomination fees as determined by the Committee from time to time.
- (e) Any applications will be displayed on the notice board at the Club Premises for at least 7 days prior to the application being submitted to the Committee.

### **6.2 Admission to Membership**

- (a) Subject to rule 6.1(c), every application for Membership must be reviewed by the Commodore and at least one other Committee member. The applicant must be available to be interviewed by or on behalf of the Committee at a convenient time.
- (b) The Commodore or Secretary must advise the applicant whether the application has been accepted or rejected.
- (c) If the application is accepted, the Member must pay the annual subscription at an Induction meeting.
- (d) An applicant for Membership whose Membership application is approved becomes entitled to exercise the rights of Membership and becomes bound by these Rules when the applicant's name is entered in the register of Members.

## **7 Register of members**

### **7.1 Maintenance of the register**

The Secretary must keep and maintain a register of Members containing:

- (a) the name and address of each Member; and

- (b) the date on which each Member's name was entered in the register.

## **7.2 New Members**

Within 28 days of an applicant being approved for Membership and paying the nomination fee and annual subscription in accordance with rule 6, the Secretary must enter the applicant's name and address in the register of Members.

## **7.3 Inspection of the register**

The register is available for inspection free of charge by any Member upon request.

## **7.4 Change of details**

Each Member must promptly notify the Secretary in writing of any change to the Member's address, phone numbers or email address (if any). Any notice posted or emailed to the last recorded address or email address (respectively, as applicable) of the Member will be deemed to have been duly given. Email will be used as the standard form of communication with members.

# **8 Ceasing membership**

## **8.1 Resignation**

- (a) A Member of the Club may resign from the Club by giving notice in writing to the Secretary of their intention to resign, however such resignation will not affect the Member's obligation to pay the annual subscription for the current Financial Year or any other monies payable by that Member to the Club.
- (b) After the Secretary receives a notice referred to in sub-rule 8.1(a):
  - (i) the Member ceases to be a Member; and
  - (ii) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.
- (c) A person who wishes to re-join the Club within 2 years of resigning as a Member may apply in writing to the Committee to have their Membership reinstated. The Committee may approve that request without the procedure set out in rule 6 being followed, and in those circumstances, a nomination fee is not payable.

## **8.2 Unfinancial Members**

- (a) A Member whose subscription or other monies payable to the Club have not been paid by 31 July in any year (provided that an account for such monies has been rendered) is unfinancial and that Member is not entitled to take part in any Club proceedings or attend or vote at any meeting of the Club until such monies have been paid.
- (b) Any Member who has not paid his or her subscription or other monies owed by that Member to the Club within 90 days after the account was rendered will cease to be a Member, unless the Committee decides otherwise in special circumstances.



### **8.3 No refunds**

A Member is not entitled to a refund of the whole or any part or proportion of the fees, subscription or other monies paid or payable by that Member to the Club on the ceasing, expiry or termination of their Membership for any reason.

## **9 Discipline, suspensions and expulsion of members**

### **9.1 Committee resolution to discipline a Member**

- (a) If the Committee (acting reasonably) is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club, the Committee may by resolution decide to:
  - (i) suspend that Member from Membership of the Club or suspend that Member from any Membership privileges for a specified period; or
  - (ii) expel that Member from the Club.
- (b) A resolution of the Committee under paragraph (a) of this rule does not take effect unless:
  - (i) the Member receives notice in accordance with sub-rule 9.2;
  - (ii) at a Committee meeting held in accordance with sub-rule 9.3, the Committee confirms the resolution; and
  - (iii) if the Member exercises a right of appeal to the Club under sub-rule 9.4, the Club confirms the resolution in accordance with sub-rule 9.4(d).

### **9.2 Notice to Member**

The Secretary must, as soon as practicable, give written notice to the Member:

- (a) setting out the resolution of the Committee under rule 9.1 and the grounds on which it is based;
- (b) stating that the Member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
- (c) stating the date, place and time of that Committee meeting;
- (d) informing the Member that the Member may do one or both of the following: -
  - (i) attend that meeting;
  - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the Member that, if at that meeting, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Club in General Meeting against the resolution.

### **9.3 Committee meeting**

- (a) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule 9.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with sub-rule 9.2.
- (b) At the meeting of the Committee to confirm or revoke a resolution passed under sub-rule 9.1, the Committee must—
  - (i) give the Member, or his or her representative, an opportunity to be heard;
  - (ii) give due consideration to any written statement submitted by the Member; and
  - (iii) determine by resolution whether to confirm or to revoke the resolution.

### **9.4 Appeal to Members**

- (a) If at the meeting of the Committee, the Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Club in General Meeting against the resolution.
- (b) If the Secretary receives a notice under sub-rule 9.4(a), the Secretary must notify the Committee and the Committee must convene a General Meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (c) At a General Meeting of the Club convened under sub-rule 9.4(b)—
  - (i) no business other than the question of the appeal may be conducted; and
  - (ii) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (iii) the Member, or his or her representative, must be given an opportunity to be heard; and
  - (iv) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (d) A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person (by secret ballot or such other method as determined by the chairperson) in favour of the resolution. In any other case, the resolution is revoked.

## **10 Disputes and mediation**

### **10.1 Grievance procedure**

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:
  - (i) a Member and another Member in relation to matters that relate to the Club and its activities and operations; or
  - (ii) a Member and the Club.

- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at that meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

## **10.2 Appointment of a mediator**

- (a) The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
  - (ii) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (b) A Member of the Club can be a mediator.
- (c) The mediator cannot be a Member who is a party to the dispute.

## **10.3 Mediation**

- (a) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (b) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (c) The mediator must not determine the dispute.
- (d) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# **11 General meetings of members**

## **11.1 Annual General Meetings**

- (a) The Committee may determine the date, time and place of the annual General Meeting of the Club.
- (b) The notice convening the annual General Meeting must specify that the meeting is an annual General Meeting.
- (c) The ordinary business of the annual General Meeting will be:
  - (i) to confirm the minutes of the previous annual General Meeting and of any General Meeting held since that meeting; and

- (ii) to receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year; and
  - (iii) to elect Committee Members; and
  - (iv) to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.
- (d) The annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **11.2 Special General Meetings**

- (a) In addition to the annual General Meeting, other General Meetings may be held in the same year.
- (b) All General Meetings other than the annual General Meeting are special General Meetings.
- (c) The Committee may, whenever it thinks fit, convene a special General Meeting of the Club.
- (d) If, but for this sub-rule, more than 15 months would elapse between annual General Meetings, the Committee must convene a special General Meeting before the expiration of that period.

### **11.3 Members' request for special General Meeting**

- (a) The Committee must, on the request in writing of Members (who have an entitlement to vote) representing not less than five (5) per cent of the total number of Members, convene a special General Meeting of the Club.
- (b) The request for a special General Meeting must:
  - (i) state the objects of the meeting; and
  - (ii) be signed by the Members requesting the meeting; and
  - (iii) be sent to the address of the Secretary.
- (c) If the Committee does not cause a special General Meeting to be held within one (1) month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a special General Meeting to be held not later than three (3) months after that date.
- (d) If a special General Meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Club to the persons incurring the expenses.

### **11.4 Special business**

All business that is conducted at a special General Meeting and all business that is conducted at the annual General Meeting, except for business conducted under these Rules as ordinary business of the annual General Meeting, is deemed to be special business.

## **11.5 Notice of General Meetings**

- (a) The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Club, must cause to be sent to each Member of the Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) Notice may be sent:
  - (i) by prepaid post to the address appearing in the register of Members; or
  - (ii) by electronic transmission.
- (c) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (d) A Member intending to bring any business before a meeting may notify the Secretary in writing, or by electronic transmission, of that business, who must include that business in the notice calling the next General Meeting that is scheduled to occur no earlier than 28 days before the Secretary received that notice.

## **11.6 Notice to Members**

Subject to rule 11.5(b), any notice that is required to be given to a Member, by or on behalf of the Club, under these Rules may be given by:

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) electronic transmission.

## **12 Proceedings at general meetings**

### **12.1 Quorum at General Meetings**

- (a) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (b) Eleven (11) Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- (c) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a meeting convened upon the request of Members—the meeting must be dissolved; and
  - (ii) in any other case—the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

## **12.2 Presiding at General Meetings**

- (a) The Commodore, or in the Commodore's absence, the Vice-Commodore, will preside as chairperson at each General Meeting of the Club.
- (b) If the Commodore and the Vice-Commodore are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as chairperson.

## **12.3 Adjournment of meetings**

- (a) The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 11.5.
- (d) Except as provided in sub-rule 12.3(c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **13 Votes of members**

### **13.1 Voting at General Meetings**

- (a) Upon any question arising at a General Meeting of the Club, a Member has one vote only.
- (b) The right to vote must be exercised personally by Members at General Meetings, or by means of a postal vote made in accordance with the provisions in rule 13.4.
- (c) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member who is unfinancial under rule 8.2(a) is not entitled to vote at a General Meeting.

### **13.2 Poll at General Meetings**

- (a) If at a meeting a poll on any question is demanded by the chairperson of the General Meeting or by not less than three (3) Members, it must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

### **13.3 Manner of determining whether resolution carried**

If a question arising at a General Meeting of the Club is determined on a show of hands:

- (a) a declaration by the chairperson that a resolution has been:

- (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Club,  
is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **13.4 Postal voting**

- (a) Each Member who is entitled to vote at a General Meeting of the Club may exercise that right by means of a postal vote.
- (b) A postal vote must be submitted on the postal voting form made available by the Secretary as set out in Appendix 1 (in written or electronic format) and on which the motions to be voted on at the relevant General Meeting are set out.
- (c) Subject to any voting instructions set out on the form, the Member must indicate the way in which they wish to vote on particular motions by completing the postal voting form in the appropriate manner and by personally signing and dating the form before returning it to the Secretary. Postal votes must be returned to the Secretary before the start of the relevant General Meeting, failing which they will not be accepted or counted.
- (d) A Member is entitled to revoke a postal vote that has been submitted to the Secretary by notifying the Secretary of their intention to revoke at any time before the relevant motion is voted on by those present at the General Meeting.
- (e) A Member who has submitted a postal vote and who attends the General Meeting at which the relevant motions are to be considered may not vote at that General Meeting unless, prior to the vote, they have revoked their postal vote.

### **13.5 Proxy Voting**

- (a) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy must be:
  - (i) for a meeting of the Association convened under rule 11.5, in the form set out in Appendix 2; or
  - (ii) in any other case, in the form set out in Appendix 3

## **14 Committee**

### **14.1 Management of the Club**

The affairs of the Club will be managed by the Committee and the Committee:

- (a) will control and manage the business and affairs of the Club; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Club other than those powers

and functions that are required by these Rules to be exercised by General Meetings of the Members of the Club; and

- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club; and
- (d) as necessary, incur expenditure in connection with the maintenance of and the furthering of the purposes of the Club provided that any proposal for the negotiation of any loan, overdraft, the issue of debentures or of any proposal to purchase, sell or mortgage land or property or of the expenditure of the sum in excess of \$10,000 upon any one project must be approved at a General Meeting of Members.

#### **14.2 Composition of the Committee**

Subject to section 23 of the Act, the Committee will consist of the Officers and five (5) Ordinary Committee Members, each of whom will be elected in accordance with procedure set out in rule 16.

#### **14.3 Casual Vacancies**

In the event of a casual vacancy in the office of any Officer, the Committee may appoint a suitable club member or one of the Committee Members to the vacant Office and that person appointed may continue in office up to the conclusion of the annual General Meeting next following the date of the appointment.

#### **14.4 Indemnity of Committee Members**

- (a) The Committee Members and any person or persons assisting them (including as a race officer or duty crew) acting bona fide in the discharge of their respective duties will be and are hereby indemnified out of the funds of the Club against:
  - (i) all actions and legal proceedings instituted against them or any of them;
  - (ii) all costs, damages and expenses awarded against them or any of them; and
  - (iii) all costs and expenses incurred by them or any of them,in consequence of anything done, said or written by them or any of them in discharge of their duties. In no circumstances whatsoever will any Committee Member be liable at the suit of any Member and these Rules may be pleaded in bar to any legal action.
- (b) Whilst the Committee Members will at all times exercise every care in the conduct of Club races and activities, it is hereby declared that all entrants and participants in any Club events or activities so enter and participate entirely at their own risk.

#### **14.5 Interpretation of Rules**

In the event of any doubt or difficulty arising as to the meaning of these Rules, the Committee will have the power to pronounce a decision upon it, and that decision will be final.



## **15 Duties of the Committee and the officers**

### **15.1 Duties of the Commodore**

The duties of the Commodore are to:

- (a) manage the affairs of the Club through the Committee;
- (b) chair all Committee meetings;
- (c) command the Club's fleet;
- (d) represent the Club on official occasions;
- (e) oversee media and public relations for the Club and
- (f) enforce the Rules of the Club

### **15.2 Vice-Commodore**

The duties of the Vice-Commodore are to:

- (a) chair the sailing sub-committee meeting;
- (b) supervise the allocation of boat storage positions on the Club Premises;
- (c) oversee inter-club sailing activities and attracting regatta's;
- (d) oversee any sail training programs;
- (e) assist the Commodore in their duties; and
- (f) act as Commodore in the absence of the Commodore.

### **15.3 Rear-Commodore**

The duties of the Rear-Commodore are to:

- (a) ensure the security and development of Club resources and facilities;
- (b) ensure compliance of the Club with occupational health and safety and fire safety requirements, and delegate responsibilities to committees or sub committees where relevant;
- (c) assist the Commodore in their duties; and
- (d) act as Commodore in the absence of the Commodore and the Vice-Commodore.

### **15.4 Duties of the Secretary**

The duties of the Secretary of the Club are to:

- (a) ensure that accurate minutes of the resolutions and proceedings of:
  - (i) each General Meeting of the Members;
  - (ii) each Committee meeting or each meeting of such other body having the management of the Club, are prepared and retained, together with a record of the names of persons present at Committee meetings;
- (b) keep a register of Members in accordance with these Rules and the Act;
- (c) keep a register of boats listing all boats and yachts accepted into the Club, including the class, name, registration number, overall length and boat owner's name;

- (d) notify the Committee and the Members of the nominations for new Members in accordance with these Rules;
- (e) notify candidates for Membership of the date of the Committee meeting at which the candidate must make themselves available for interview under rule 6.2(a);
- (f) send out notices to Members requesting payment of annual fees and subscriptions and other fees and charges;
- (g) issue keys and update electronic access privileges for club entry;
- (h) receive correspondence and minutes and reports from sub-committees on behalf of the Committee or the Club;
- (i) supply all Members with up-to-date copies of these Rules upon request;
- (j) prepare and dispatch outward correspondence if required;
- (k) notify Members of dates and business of General Meetings in accordance with these Rules; and
- (l) file all documentation related to the business of the Club.

#### **15.5 Duties of the Treasurer**

The duties of the Treasurer of the Club are to:

- (a) collect and receive all moneys due to the Club and make all payments authorised by the Club;
- (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club;
- (c) collect and receive all moneys on behalf of the Club;
- (d) make all payments on behalf of the Club;
- (e) prepare and monitor budgets in collaboration with the Committee;
- (f) preparation of financial reports for Committee meetings;
- (g) report financial statements to the Members;
- (h) arrange for the accounts of the Club to be audited by a member of CPA Australia or the Institute of Chartered Accountants in Australia who is not a Member; and
- (i) keep record of financial Members at hand at General Meetings to determine entitlement to vote.

#### **15.6 Duties of the Captain**

The duties of the Captain of the Club are to:

- (a) ensure that the Club Premises and Club facilities and property are maintained;
- (b) to organise and oversee the annual winter working bees;
- (c) institute procedures and practices to keep the Club in a safe, clean and orderly condition;
- (d) oversee the maintenance of moorings for which the Club has responsibility; and

- (e) support the Slipmaster appointed by the Committee to carry out the duties of the Slipmaster as set out in the By-laws.

### **15.7 Standing and sub-committees**

- (a) The Committee will appoint a sailing committee and a social committee, and will determine the terms of reference of such committees.
- (b) The Committee may appoint such other sub-committees to assist in the management of the Club as the Committee determines and the Committee will determine the terms of reference of any such sub-committees.
- (c) All committees and sub-committees will be accountable for their actions to the Committee, and must operate subject to any terms of reference specified by the Committee from time to time.
- (d) Minutes of meetings of committees and sub-committees will be made available to the Secretary by the chair of the relevant committee or sub-committee.
- (e) The chair of each committee and sub-committee will provide a report to the Secretary prior to each meeting of the Committee or as requested by the Secretary.
- (f) The quorum for committee and sub-committee meetings will be the greater of:
  - (i) half of the number of members of that committee or sub-committee; or
  - (ii) two (2) members of that committee or sub-committee present at the meeting.

## **16 Election of Committee members**

### **16.1 Term of office**

- (a) Subject to paragraph (a) of this rule, each Committee Member will hold office until the annual General Meeting next after the date of his or her election but is eligible for re-election.
- (b) If a Member has held the position of an Officer for a continuous period of four (4) or more years in the period immediately preceding the next annual General Meeting, the person is not eligible for re-election to the same position at the next election if another Member or other Members nominate for election to that position.

### **16.2 Nominations of candidates**

- (a) Nominations of candidates for election as Committee Members must be:
  - (i) made in writing, signed by two Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (ii) delivered to the Secretary of the Club not less than 21 days before the date fixed for the holding of the annual General Meeting.
- (b) A Member may be nominated for election to a maximum of two (2) positions on the Committee prior to the annual General Meeting, but no more than one (1) of those positions may be an Officer position.

### **16.3 Election at the annual General Meeting**

- (a) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected and further nominations may be received at the annual General Meeting.
- (b) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- (c) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (d) The ballot or other procedure for the election of the Committee Members must be conducted at the annual General Meeting in such manner as the Committee may direct.
- (e) Subject to rule 16.2(b), a Member may nominate for up to two (2) positions on the Committee but must accept the first position voted on for which the Member has nominated, the order of elections to be:
  - (i) Commodore;
  - (ii) Vice-Commodore;
  - (iii) Rear-Commodore;
  - (iv) Treasurer;
  - (v) Secretary,
  - (vi) Captain; and
  - (vii) Ordinary Committee Members.

### **16.4 Vacancies**

The office of a Committee Member becomes vacant if the Committee Member:

- (a) ceases to be a Member of the Club; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (c) resigns from office by notice in writing given to the Secretary.

## **17 Proceedings of the Committee**

### **17.1 Frequency of meetings**

- (a) The Committee must meet at least six times in each year at such place and such times as the Committee may determine.
- (b) Special meetings of the Committee may be convened by the Commodore or by any four (4) Committee Members.

### **17.2 Notice of Committee meetings**

- (a) Reasonable notice of each Committee meeting must be given to each Committee Member before the meeting.

- (b) Written notice must be given to the Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **17.3 Quorum for Committee meetings**

- (a) Any seven (7) Committee Members constitute a quorum for the conduct of the business of a meeting of the Committee.
- (b) No business may be conducted unless a quorum is present.
- (c) If within half an hour of the time appointed for the meeting a quorum is not present:
  - (i) in the case of a special meeting, the meeting lapses;
  - (ii) in any other case, the meeting will stand adjourned to the same place and the same time and day in the following week.
- (d) Provided a quorum is present, the Committee may act notwithstanding any vacancy on the Committee.

### **17.4 Chairperson**

At meetings of the Committee:

- (a) the Commodore or, in the Commodore's absence, the Vice-Commodore presides as chairperson;
- (b) in absence of the Commodore and the Vice-Commodore, the Rear-Commodore presides as chairperson; or
- (c) if the Commodore, the Vice-Commodore and the Rear-Commodore are absent, or are unable to preside, the Members present must choose one of their number to preside as chairperson.

### **17.5 Voting at Committee meetings**

- (a) Motions put at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, will be determined on a show of hands or, if a Committee Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each Committee Member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the chairperson), is entitled to one vote and, in the event of an equality of votes on any question, the chairperson may exercise a second or casting vote.

## **18 Removal of Committee member**

- (a) The Members in General Meeting may, by resolution, remove any Committee Member before the expiration of the Committee Member's term of office and elect another Member in his or her place to hold office until the expiration of the term of the first-mentioned Committee Member.
- (b) A Committee Member who is the subject of a proposed resolution referred to in sub-rule 18(a) may make written representations (not exceeding a reasonable

length) to the Secretary or Commodore of the Club and may request that the representations be provided to the Members of the Club.

- (c) The Secretary or the Commodore:
  - (i) may give a copy of the representations to each Member of the Club or, if they are not so given, the Committee Member may require that they be read out at the meeting; and
  - (ii) must give the Committee Member an opportunity to address the General Meeting.

## **19 Funds**

### **19.1 Cheques**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised Committee Members appointed by the Committee of Management.

### **19.2 Funds**

- (a) The funds of the Club will be derived from nomination fees, annual subscriptions, donations and such other sources as the Committee determines.
- (b) All annual and regular fees and subscriptions (including the nomination fee and the annual subscription for each class of Member, and any sundry fees) will be decided by the majority of Members (as referred to in rule 5.2(a)) present and entitled to vote at the General Meeting held in May each year.
- (c) Members will be deemed to have notice of the General Meeting under clause 19.2(b) if that General Meeting is held at the Club Premises at 8pm on the second Wednesday in May. Any change to the date, time or place of that General Meeting must be notified to Members in accordance with rule 11.5(b).

## **20 Non profit**

The income and property of the Club, however derived:

- (a) must be applied solely towards the promotion of the purposes of the Club as set out in these Rules; and
- (b) must not be paid or transferred, directly or indirectly, by way of bonus, dividend or otherwise by way of profit, to any Member,

except that nothing in this sub-rule prevents:

- (c) payment in good faith of remuneration to any Member or Committee Member in return for:
  - (i) services rendered to the Club in a professional or technical capacity, if the Committee considers that the provision of the service is on reasonable commercial terms and such payment has the prior approval of the Committee; or
  - (ii) goods supplied in the ordinary and usual course of business;

- (d) payment of interest at a commercial rate on money borrowed from any Member or Committee Member;
- (e) payment of reasonable and proper rent for premises demised if let by a Member or Committee Member;
- (f) reimbursement for out-of-pocket expenses incurred in carrying out the duties of a Committee Member, where the payment does not exceed the amount approved by the Committee; or
- (g) payment as an employee of the Club, where the terms of employment have been approved by the Committee.

## **21 Winding up**

- (a) The Club may be wound up voluntarily by special resolution at a special General Meeting of the Members called for the purpose of considering the voluntary winding up.
- (b) The Supreme Court of Victoria may order the winding up of the Club in accordance with the provisions of the Act.
- (c) In the event of the Club being wound up or dissolved, any surplus assets and profit of the Club remaining after the satisfaction of all debts and liabilities of the Club cannot be distributed to Members, but will be given or transferred to some other institution promoting similar interests, and which is required by its constitution to apply its profits or income in promoting its objectives and is prohibited from paying any dividends or benefits to its Members to the same extent as the Club.

## **22 Books, records and minutes**

### **22.1 Custody**

The Secretary must keep on the Club Premises and in their custody or control all Relevant Documents, books, documents and securities of the Club.

### **22.2 Inspection and copying**

The following documents will be available for inspection by any Member on reasonable notice and any Member will be entitled to obtain copies of such documents on reasonable notice, if that Member pays any copying fee and complies with any other terms of access determined by the Committee from time to time:

- (a) minutes of General Meetings, Committee meetings, and committee and sub-committee meetings, including those minutes referred to in sub-rule 15.4(a)(i);
- (b) accounts and books referred to in sub-rule 15.5(b); and
- (c) any securities or other Relevant Documents of the Club.

## **23 By-laws**

The Committee may from time to time make, alter and repeal by-laws for the good conduct and operation of the Club and regulating the use of Club Premises (“**By-laws**”). Such By-laws, to the extent they are not inconsistent with these Rules, will

be binding on all Members and be construed as being part of these Rules after they have either been approved by the Members in General Meeting or displayed on the notice board at the Club's Premises for 14 days. Any By-laws that have not previously been approved by the Members must be submitted to the next annual General meeting for approval or rejection by the Members.

## **24 Miscellaneous**

### **24.1 Common seal**

- (a) The common seal of the Club must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two Committee Members.

### **24.2 Club colours and flags**

- (a) The colours of the Club are yellow and blue.
- (b) The Club flag will be a blue pennant with a yellow cross.
- (c) The Commodore's flag will be a blue burgee with a five-pointed yellow star in the centre and a yellow border.
- (d) The Vice-Commodore's flag will be a blue flag with a five-pointed yellow star in the centre and a yellow border.
- (e) The Rear-Commodore's flag will be a blue flag with a five-pointed yellow star in the centre.

### **24.3 Supply of Rules to Members**

Every Member is entitled to a copy of the current Rules and By-laws on request.



**FORM 1**  
**POSTAL BALLOT**

**Appendix 1: Form of postal ballot**

**Williamstown Sailing Club Inc (A0000803A)**  
**(‘Club’)**

**POSTAL BALLOT PAPER**

{ *Member Name* }  
{ *Member Address* }

**Important Notice:** This ballot paper is for use by members of the Club who are entitled to vote at the special General Meeting of the Club on { *insert date/time* } but who cannot attend.

A member having returned this Postal Ballot Paper in the envelope provided may later rescind this vote and subsequently vote in person at the meeting on { *insert date/time* }. A member wishing to rescind their postal vote must do so in person by request to one of the **RETURNING OFFICERS** who will be present at the meeting.

This Postal Ballot Paper must be received by the *Returning Officer* at Williamstown Sailing Club Inc in the envelope provided by { *insert date* }.

In favour of / against (delete as appropriate) {The} Resolution { 1 } as set out in the Notice of Special General Meeting;

Signed by the member: .....

Dated: ...../...../.....

**FORM 2**  
**DIRECTED PROXY**

**Appendix 2: Form of appointment of proxy**

**Williamstown Sailing Club Inc (A0000803A)**  
**(‘Club’)**

**Important Notice:**

This proxy ballot is for use by members of the Club who are entitled to vote at the special General Meeting of the Club on *{insert date/time}*.

A member having returned this Proxy Ballot in the envelope provided may later rescind this vote and subsequently vote in person at the meeting on *{insert date/time}*. A member wishing to rescind their proxy ballot vote must do so in person by request to one of the **RETURNING OFFICERS** who will be present at the meeting.

This Proxy Ballot must be received by the *Returning Officer* at Williamstown Sailing Club Inc in the envelope provided by *{insert date}*.

I, *{Member Name}*  
of *{Member Address}*

being a member of Williamstown Sailing Club Inc.

appoint: .....  
(name of proxy holder)

of: .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the special General Meeting of the Association to be held on *{insert date/time}* and at any adjournment of that meeting.

My proxy is authorised to vote in favour of / against (delete as appropriate) {The} Resolution { 1} as set out in the Notice of Special General Meeting;

Signed by the member: .....

Dated: ...../...../.....

**Appendix 3: Form of appointment of proxy**

**Williamstown Sailing Club Inc (A0000803A)  
(‘Club’)**

**Important Notice:**  
This proxy ballot is for use by members of the Club who are entitled to vote at the special General Meeting of the Club on {insert date/time}.  
A member having returned this Proxy Ballot in the envelope provided may later rescind this vote and subsequently vote in person at the meeting on {insert date/time}. A member wishing to rescind their proxy ballot vote must do so in person by request to one of the **RETURNING OFFICERS** who will be present at the meeting.  
This Proxy Ballot must be received by the *Returning Officer* at Williamstown Sailing Club Inc in the envelope provided by {insert date}.

I, {Member Name}  
of {Member Address}

being a member of Williamstown Sailing Club Inc.

appoint: .....  
(name of proxy holder)

of: .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the special General Meeting of the Association to be held on {insert date/time} and at any adjournment of that meeting. I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution/s:

In favour of / against (~~delete as appropriate~~) {The} Resolution {1} as set out in the Notice of Special General Meeting;

Signed by the member: ..... Dated: ...../...../.....

**SPECIAL NOTE:** Proxy Holders with this authority will be issued with a Discretional Proxy Ballot paper upon registering their attendance at the meeting on {insert date/time}.